

NO. 000052922

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
KANSAS CITY HOSPICE FOUNDATION

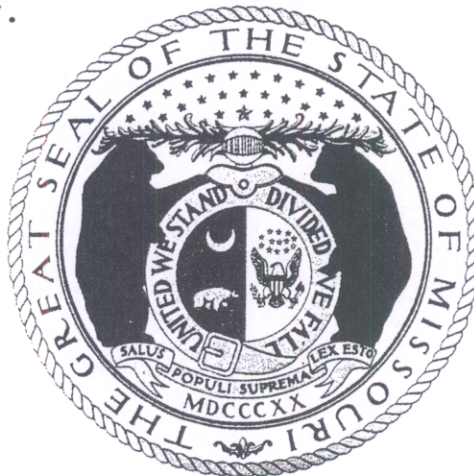
HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF MISSOURI NONPROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
12TH DAY OF SEPTEMBER, 1995.

Rebecca McDowell Cook

Secretary of State



\$25.00

STATE OF MISSOURI . . . Office of Secretary of State

CORPORATION DIVISION

Articles of Incorporation
of a
General Not For Profit Corporation
Filing Fee \$15.00

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

SEP 12 1995

Rebecca McDowell Cof
SECRETARY OF STATE

SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MO 65102

We the undersigned incorporators,

(Not less than three)

Type or Print Name	Number/Street	City	State	Zip
Elaine McIntosh	1625 W. 92nd Street	Kansas City	Missouri	64114
Donna Payne	1625 W. 92nd Street	Kansas City	Missouri	64114
Roy Powell	4949 Rockhill Road	Kansas City	Missouri	64110

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not for Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: Kansas City Hospice Foundation
- This corporation is a public benefit corporation.
- The period of duration of the corporation is: Perpetual.
- The address of its initial Registered Office in the State of Missouri is: 2304 E. Meyer Blvd., Kansas City, Missouri 64132 and the name of the its initial Registered Agent at said Address is: Judith A. Vogelsmeier.
- The first Board of Directors shall be 3 in number, their names and addresses being as follows:

(Not less than three)

Type or Print Name	Number/Street	City	State	Zip
Elaine McIntosh	1625 W. 92nd Street	Kansas City	Missouri	64114
Donna Payne	1625 W. 92nd Street	Kansas City	Missouri	64114
Roy Powell	4949 Rockhill Road	Kansas City	Missouri	64110

- The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the By-Laws, except for the number of the first Board of Directors, as set forth in numbered paragraph 4 above, and, in no event, shall the number of directors of the Corporation be less than three (3).

7. The sole member of the Corporation shall be a "qualified organization" as described in paragraph 8 herein. The Board of Directors of the Corporation shall be elected by the sole member for the terms and in such manner as provided for in the By-Laws.

8. The purpose or purposes for which the Corporation is organized are:

The Corporation is organized and shall be operated exclusively for charitable, scientific, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of, one or more qualified organizations described herein (such organization or organizations shall hereafter be referred to as the "qualified organization"). The qualified organization shall be a publicly-supported organization whose purpose is to provide support for and address the physical, emotional, spiritual, social and financial needs of patients with progressive diseases, who have a limited prognosis, emphasizing the management of pain and other symptoms associated with terminal illness. The services of such qualified organization may include oversight of a home care health delivery system; arrangements and follow-up care by trained individuals; and educational programs for the Kansas City community and care givers recognizing hospice care as a significant approach to meeting the needs of terminally ill patients (hereinafter the "Publicly-Supported Organization"). An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Code"). If the Publicly-Supported Organization that controls the Corporation ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. The purposes of the Corporation shall include, among others, the receiving of contributions and making of distributions to qualified organizations, and particularly the following specific charitable, scientific educational and religious purposes and objects, to wit:

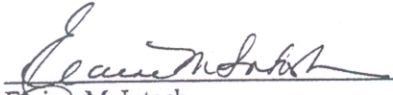
- (a) the solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;
- (b) fund raising of any and all types including the sponsorship of special events and activities of every kind;
- (c) the promotion, sponsorship and conduct of research and scientific knowledge in the provision of hospice care;
- (d) the conduct and sponsorship of educational programs of all types for the benefit of the public as well as for training of hospice personnel;
- (e) the assistance, sponsorship and encouragement of individuals pursuing an education in health careers; and
- (f) the fostering of the accumulation and exchange of health information and the publication and dissemination of such information.

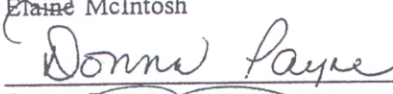
The initial qualified organization supported by the Corporation and the initial sole member of the Corporation shall be Kansas City Hospice, Inc., which is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code.

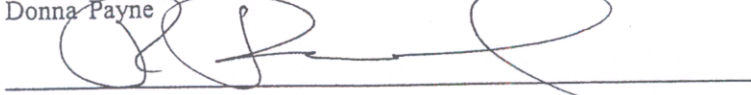
9. It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall have all the powers conferred by the General Not For Profit Corporation Law of the State of Missouri, except that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a Corporation which is exempt from federal income taxation as an organization described in Section 501 (c)(3) of the Code, or as contributions to which are deductible under Section 170(c)(2) of the Code.

10. Notwithstanding any other provision of these Articles, if this Corporation shall become a private foundation as defined in Section 509 of the Code, during the period it is such a private foundation, the Corporation:
- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) thereof;
 - (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;
 - (c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;
 - (d) shall not make any investment in such manner as to subject it to tax under Section 4944 thereof;
 - (e) shall not make any taxable expenditures as defined in Section 4945(d) thereof.
11. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (unless such members are qualified organizations), directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
12. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
13. The Corporation shall not operate for the purpose of carrying on a trade or business for profit.
14. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, educational or religious purposes to the Publicly-Supported Organization this Corporation is controlled by during the year it is dissolved, or to a philanthropic fund which comprises a part of said Publicly-Supported Organization. If such organization is not a qualified organization, the assets of the Corporation shall be distributed to such qualified organization or organizations which are (i) organized and operated for the purposes described in paragraph 8 hereof and/or (ii) supported by the Publicly-Supported Organization, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Circuit Court in the county in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said Court shall determine.

(INCORPORATORS MUST SIGN BELOW)


Elaine McIntosh


Donna Payne


Roy Powell

STATE OF MISSOURI)
)
COUNTY OF JACKSON) ss.

I, the undersigned, a Notary Public, do hereby certify that on the 30th day of August, 1995, Elaine McIntosh, personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Peggy E Rose
Notary Public

NOTARIAL SEAL

PEGGY E. ROSE
Notary Public-State of Missouri
Commissioned in Jackson County

My commission expires: My Commission Expires October 29, 1997

STATE OF MISSOURI)
)
COUNTY OF JACKSON) ss.

I, the undersigned, a Notary Public, do hereby certify that on the 31st day of August, 1995, Donna Payne, personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Peggy E Rose
Notary Public

NOTARIAL SEAL •

PEGGY E. ROSE
Notary Public-State of Missouri
Commissioned in Jackson County

My commission expires: My Commission Expires October 29, 1997

STATE OF Missouri)
)
COUNTY OF JACKSON)

ss.

I, the undersigned, a Notary Public, do hereby certify that on the 5th day of September 1995, Roy Powell, personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Peggy E Rose
Notary Public

NOTARIAL SEAL
PEGGY E. ROSE
Notary Public-State of Missouri
Commissioned in Jackson County
My commission expires: My Commission Expires October 29, 1997

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
SEP 12 1995
Rebecca McDowell (Cof
SECRETARY OF STATE)